

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
:   
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
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Debtors. : (Jointly Administered)  
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ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018  
AUTHORIZING DEBTORS TO FILE CERTAIN REVISED EXHIBITS  
AND SCHEDULES TO MASTER DISPOSITION AGREEMENT WITH  
GM COMPONENTS HOLDINGS, LLC, GENERAL MOTORS  
CORPORATION, AND DIP HOLDCO 3, LLC UNDER SEAL

("MDA SEALING ORDER")

Upon the ex parte application, dated August 7, 2009 (the "Application"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018 authorizing Debtors to file certain exhibits and schedules to the Master Disposition Agreement (the "MDA") with GM Components Holdings, LLC, General Motors Corporation, and DIP Holdco 3, LLC (the "Buyers") under seal; and it appearing that pursuant to Fed. R. Bankr. P. 9018 no notice of the relief requested in the Application need be provided other than as set forth in the Application; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, Delphi is authorized to file the exhibits and schedules to the Master Disposition Agreement listed on Attachment 1 hereto (the "Exhibits and Schedules") under seal.
3. The Exhibits and Schedules (and any information derived therefrom) shall remain confidential, be filed under seal, and shall be served on and made available only to (a) the United States Trustee for the Southern District of New York, (b) counsel to the official committee of unsecured creditors, and (c) such other parties as may be ordered by this Court after imposition of appropriate confidentiality restrictions or as may be agreed to in writing by the Debtors and the Buyers.
4. Except as otherwise agreed to by the Debtors and the Buyers, any pleadings filed by a third party in these cases that reference or disclose any of the information contained in the Exhibits and Schedules shall be filed under seal and served only on those parties authorized to receive the Exhibits and Schedules as provided for in paragraph 3 of this order.
5. This Court retains jurisdiction to enforce this order and the confidentiality of the Exhibits and Schedules and the sensitive information contained therein, including the authority to impose sanctions on any person or entity which violates this order.

Dated: New York, New York  
August , 2009

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UNITED STATES BANKRUPTCY JUDGE

**Attachment 1**

**Schedules To MDA To Be Filed Under Seal**

Schedule 1.1.A	Assumed Administrative Liabilities
Schedule 1.1.B	BM Buyers' Knowledge, Company Buyer's Knowledge and Sellers' Knowledge
Schedule 2.1.5.F	Excluded Facilities
Schedule 4.4	No Conflicts or Approvals
Schedule 9.1.1	Exceptions to Covenants Regarding Conduct of Business prior to the Closing